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| UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY | <p>Robert J. Keach, Esq. (admitted <i>pro hac vice</i>) BERNSTEIN SHUR SAWYER & NELSON, P.A. 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: rkeach@bernsteinshur.com <i>Fee Examiner</i></p> <p>BERNSTEIN SHUR SAWYER & NELSON, P.A. Letson Douglass Boots, Esq. (admitted <i>pro hac vice</i>) 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: lboots@bernsteinshur.com <i>Counsel to the Fee Examiner</i></p> |
| <p>Caption in Compliance with D.N.J. LBR 9004-1(b)</p> <p>Jeffrey Traurig TRAURIG LAW LLC One University Plaza, Suite 124 Hackensack, NJ 07601 Tel: (646) 974-8650 E-mail: jtraurig@trauriglaw.com <i>Local Counsel to the Fee Examiner</i></p> | |
| <p>In Re:</p> <p>LTL MANAGEMENT LLC,</p> <p style="text-align: center;">Debtor</p> | <p>Case No.: 21-30589 (MBK)</p> <p>Judge: Michael B. Kaplan</p> <p>Chapter 11</p> |

**SUMMARY COVER SHEET AND STATEMENT FOR THE
FIRST INTERIM FEE APPLICATION OF BERNSTEIN, SHUR, SAWYER & NELSON,
P.A. FOR ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE FEE EXAMINER FOR THE PERIOD MARCH 17, 2022
THROUGH MAY 31, 2022**

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Debtor: LTL Management LLC

Applicant: Bernstein Shur Sawyer
& Nelson, P.A. (“BSSN”)

Case No. 21-300589-MBK

Client: Fee Examiner, Robert J. Keach, Esq.

Chapter: 11

Case Filed: October 14, 2021 (the “Petition
Date”)

**SECTION 1
FEE SUMMARY**

☒ Interim Fee Application No. 1 or ☐ Final Fee Application

Summary of Amounts Requested for the Period from March 17, 2022 through May 31, 2022 (the “Compensation Period”)

| | FEES | EXPENSES |
|---------------------------------|--------------|----------|
| Total Previous Fees Requested: | \$201,296.00 | \$724.00 |
| Total Fees Allowed to Date: | \$0.00 | \$0.00 |
| Total Retainer (If Applicable): | \$0.00 | \$0.00 |
| Total Holdback (If Applicable): | \$40,259.20 | \$0.00 |
| Total Received by Applicant: | \$161,036.80 | \$724.00 |

Fee Total: \$201,296.00

Disbursement Total: \$ 724.00

Total Fee Application: \$202,020.00

COMPENSATION BY PROFESSIONAL

| Name of Professional | Year Admitted | Rate | Hours | Fees |
|-------------------------------------|----------------------|-------------|--------------|---------------------|
| Lindsay Zahradka Milne, Shareholder | 2011 | \$465.00 | 17.5 | \$8,137.50 |
| Louis Kornreich, Of Counsel - Sr. | 1975 | \$685.00 | 16.6 | \$11,371.00 |
| Brita Forssberg, Of Counsel | 1991 | \$330.00 | 89.6 | \$29,568.00 |
| Letson B.D. Boots, Associate | 2017 | \$275.00 | 138.6 | \$38,115.00 |
| Lauren M. Pritchard, Associate | 2019 | \$255.00 | 37.8 | \$9,639.00 |
| Kyle D. Smith, Associate | 2020 | \$265.00 | 54.5 | \$14,442.50 |
| Angela Stewart, Paralegal | N/A | \$240.00 | 160 | \$38,400.00 |
| Karla Quirk, Paralegal | N/A | \$210.00 | 98 | \$20,580.00 |
| Christine Mastrogiorgio, Paralegal | N/A | \$185.00 | 167.8 | \$31,043.00 |
| Totals: | | | 780.4 | \$201,296.00 |

Blended Hourly Rate for Attorneys: \$313.80
Blended Hourly Rate for Paralegals: \$211.420

SUMMARY OF SERVICES BY TASK CODE

| Matter Number | Matter Description | Total Billed Hours | Total Fees Requested |
|----------------------|---|---------------------------|-----------------------------|
| 1 | AlixPartners | 30.2 | \$7,114.00 |
| 2 | Bailey & Glasser LLP | 40.0 | \$11,693.50 |
| 3 | Bates White LLC | 23.2 | \$5,914.50 |
| 4 | Blake Cassells & Graydon LLP | 21.6 | \$5,033.00 |
| 5 | Brown Rudnick LLP | 67.9 | \$16,468.50 |
| 6 | Cooley LLP | 40.5 | \$9,759.00 |
| 8 | FTI Consulting, Inc. | 20.5 | \$5,406.50 |
| 9 | Genova Burns LLC | 27.1 | \$7,064.50 |
| 10 | Houlihan Lokey Capital, Inc. | 11.9 | \$3,242.50 |
| 11 | Jones Day | 20.6 | \$4,097.50 |
| 12 | King & Spalding LLP | 33.7 | \$8,080.50 |
| 13 | Massey & Gail LLP | 24.3 | \$7,438.50 |
| 14 | McCarter & English | 23.1 | \$5,403.00 |
| 16 | Monzack Mersky & Browder, P.A. | 3.0 | \$858.50 |
| 17 | Otterbourg P.C. | 28.5 | \$7,411.00 |
| 18 | Parkins Lee & Rubio LLP | 19.8 | \$4,965.50 |
| 19 | Rayburn Cooper & Durham, P.A. | 20.6 | \$6,762.50 |
| 20 | Sherman, Silverstein, Kohl, Rose & Podolsky, P.A. | 20.8 | \$5,884.50 |
| 22 | Skadden, Arps, Slate, Meager & Flom LLP | 29.3 | \$7,572.50 |
| 23 | Waldrep Wall Babcock & Bailey PLLC | 16.7 | \$4,985.50 |
| 24 | Weil Gotshal & Manges LLP | 33.4 | \$8,907.50 |
| 25 | Wollmuth Maher & Deutsch, LLP | 25.5 | \$6,677.50 |
| 26 | Orrick Herrington & Sutcliffe LLP | 4.2 | \$820.00 |
| 27 | Gilbert LLP | 2.6 | \$599.00 |
| 28 | The Brattle Group, Inc. | 1.0 | \$279.00 |
| 29 | Ducera Partners LLC | 0.1 | \$21.00 |
| 30 | Randi S. Ellis | 0.3 | \$66.00 |
| 32 | Patterson Belknap Webb & Tyler LLP | 2.7 | \$667.50 |
| 33 | Hogan Lovells US LLP | 0.4 | \$93.00 |
| 34 | Verus Claims Services | 0.3 | \$72.00 |
| 97 | Retention | 28.2 | \$7,207.50 |
| 98 | Compensation | 22.8 | \$5,325.50 |
| 99 | General | 135.6 | \$35,405.00 |
| Total: | | 780.4 | \$201,296.00 |

SUMMARY OF DISBURSEMENTS

| Disbursements | Amount |
|--|-----------------|
| NJ Lawyers' Fund for Client Protection - L. Milne and L. Boots | \$424.00 |
| Clerk, USDC - Pro Hac Vice fee for L. Milne and L. Boots | \$300.00 |
| Disbursements Totals | \$724.00 |

I certify under penalty of perjury that the above is true.

Date: July 19, 2022

/s/ Letson Douglass Boots
Letson Douglass Boots

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| UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY | |
| Caption in Compliance with D.N.J. LBR 9004-1(b) Jeffrey Traurig TRAURIG LAW LLC One University Plaza, Suite 124 Hackensack, NJ 07601 Tel: (646) 974-8650 E-mail: jtraurig@trauriglawn.com <i>Local Counsel to the Fee Examiner</i> | Robert J. Keach, Esq. (admitted <i>pro hac vice</i>) BERNSTEIN SHUR SAWYER & NELSON, P.A. 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: rkeach@bernsteinshur.com <i>Fee Examiner</i> BERNSTEIN SHUR SAWYER & NELSON, P.A. Letson Douglass Boots, Esq. (admitted <i>pro hac vice</i>) 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: lboots@bernsteinshur.com <i>Counsel to the Fee Examiner</i> |
| In Re: LTL MANAGEMENT LLC, Debtor | Case No.: 21-30589 (MBK) Judge: Michael B. Kaplan Chapter 11 |

**FIRST INTERIM FEE APPLICATION OF BERNSTEIN, SHUR, SAWYER & NELSON,
P.A. FOR ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE FEE EXAMINER FOR THE PERIOD MARCH 17, 2022
THROUGH MAY 31, 2022**

Bernstein, Shur, Sawyer & Nelson, P.A. (“BSSN”), counsel to the Fee Examiner, Robert J. Keach, Esq. (the “Fee Examiner”), submits its first interim fee application for allowance of fees of \$201,296.00 and reimbursement of expenses in the amount of \$724.00 for the period from March 17, 2022 through May 31, 2022 (the “Compensation Period”) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals*

[Dkt. 761] and the *Order Appointing an Independent Fee Examiner and Establishing Procedures* [Dkt. 1922] (together, the “Interim Compensation Order”). In support of this Application, BSSN respectfully represents as follows:

1. During the Compensation Period, BSSN did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this application other than in accordance with the Interim Compensation Order. There is no agreement or understanding between BSSN and any other person, for sharing of compensation to be received for services rendered in this case.

2. The fees charged by BSSN in this case are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

3. Pursuant to Rule 2016-1 of the Local Rules of the United States Bankruptcy Court of New Jersey (the “Local Rules”) and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “Guidelines”), included herewith are (a) a schedule setting forth all BSSN professionals who have performed services in this chapter 11 case during the Compensation Period, the hourly billing rate charged by BSSN for the services performed by such individual, the aggregate number of hours expended in this case during the Compensation Period and fees billed therefor and the year in which each professional was first licensed to practice law; (b) a summary of services by billing category for services rendered by BSSN during the Compensation Period; and (c) a schedule setting forth the actual and necessary disbursements that BSSN incurred during the Compensation Period in connection with the performance of professional services for the Fee Examiner and for which it seeks reimbursement.

4. BSSN's itemized time records for professionals performing services for the Fee Examiner during the Compensation Period were attached as Exhibit B to the previously-filed monthly fee applications (the "Prior Monthly Fee Applications"), which exhibits are incorporated herein by reference.

5. The compensation requested in this proceeding is reasonable based on the nature and extent of the services rendered, the size and complexity of this Chapter 11 Case, the time, labor, and special expertise brought to bear on the questions presented, and other related factors.

6. As described in further detail below, during the Compensation Period, the professional services performed by BSSN were necessary and appropriate to protect the rights and fulfill the obligations of the Fee Examiner given the nature and complexity of the issues at hand, were in the best interests of the Fee Examiner and other parties in interest, and were performed in an expeditious and efficient manner. As such, BSSN submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

7. This application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Interim Compensation Order, the Guidelines, and the Local Rules.

Background

8. On October 14, 2021 (the "Petition Date"), the Debtor commenced this reorganization case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina (the "NC Bankruptcy Court"). On November 16, 2021, the NC Bankruptcy Court entered an order [Dkt. 416] transferring the case to the District of New Jersey, which referred the case to this Court. The

Debtor is authorized to continue to manage its property and operate its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.¹

9. On March 31, 2022, the Court entered the Interim Compensation Order, which, among other things, appointed Robert J. Keach, Esq. as an independent Fee Examiner.

10. On April 5, 2022 the Court entered an order [Dkt. 1967], attached hereto as Exhibit A, authorizing the retention of BSSN as the Fee Examiner's counsel.²

Prior Monthly Fee Applications and Summary of Services Rendered

11. As set forth in the Application cover sheet submitted herewith, BSSN rendered a total of 780.4 hours of professional services during the Compensation Period, for which it seeks compensation of \$201,296.00, and reimbursement of expenses in the amount of \$724.00.

12. Pursuant to the Interim Compensation Order, BSSN filed the following Prior Monthly Fee Applications for the months within the Compensation Period:

| Date Filed and Docket No. | Filing Period | Total Fees (at 100%) | 20 % Holdback | Fees Requested (at 80%) | Expenses Requested (at 100%) |
|--|------------------------------------|----------------------|---------------|-------------------------|------------------------------|
| (First) May 26, 2022 Docket No. 2363 | March 17, 2022 - April 30, 2022 | \$115,407.00 | \$23,081.40 | \$92,325.60 | \$724.00 |
| (Second) June 27, 2022 Docket No. 2614 | May 1, 2022 - May 31, 2022 | \$85,889.00 | \$17,177.80 | \$68,711.20 | \$0.00 |

¹ This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

² Retained professionals may seek compensation for actual and necessary services rendered prior to the date of the court's approval of such retention. *See In re Mallinckrodt PLC*, No. BR 20-12522-JTD, 2022 WL 906451, at *8 (D. Del. Mar. 28, 2022); *In re Benitez*, No. 8-19-70230-reg, 2020 WL 1272258, at *2-5 (Bankr. E.D.N.Y. Mar. 13, 2020).

13. To apprise this Court of the legal services rendered and results achieved during the Compensation Period, BSSN sets forth the following summaries for each task code number. The summaries are qualified in their entirety by reference to the time and services detail attached as Exhibit B to each Prior Monthly Fee Application, which applications and exhibits are incorporated herein by reference.

- (a) **AlixPartners, LLP (task code 1):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of AlixPartners, LLP and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of AlixPartners, LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of AlixPartners, LLP.
- (b) **Bailey & Glasser LLP (task code 2):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf Bailey & Glasser LLP and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Bailey & Glasser LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf Bailey & Glasser LLP.
- (c) **Bates White, LLC (task code 3):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Bates White, LLC and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Bates White, LLC. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Bates White, LLC.
- (d) **Blake, Cassels & Graydon LLP (task code 4):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Blake, Cassels & Graydon LLP and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Blake, Cassels & Graydon LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Blake, Cassels & Graydon LLP.
- (e) **Brown Rudnick LLP (task code 5):** Tasks billed under this project category include the review of the retention documents filed on behalf of Brown Rudnick LLP. Additionally, BSSN professionals performed a detailed, line-by-line review of the billing entries relating to the first interim fee application filed on behalf of Brown Rudnick LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Brown Rudnick LLP.

- (f) **Cooley LLP (task code 6):** Tasks billed under this project category include the review of the retention documents filed on behalf of Cooley LLP. Additionally, BSSN professionals performed a detailed, line-by-line review of the billing entries relating to the first interim fee application filed on behalf of Cooley LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Cooley LLP.
- (g) **FTI Consulting, Inc. (task code 8):** Tasks billed under this project category include the review of the retention documents filed on behalf of FTI Consulting, Inc. Additionally, BSSN professionals performed a detailed, line-by-line review of the billing entries relating to the first interim fee application filed on behalf of FTI Consulting, Inc. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of FTI Consulting, Inc.
- (h) **Genova Burns LLC (task code 9):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Genova Burns LLC and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Genova Burns LLC. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Genova Burns LLC.
- (i) **Houlihan Lokey Capital, Inc. (task code 10):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Houlihan Lokey Capital, Inc. and the detailed review of the first interim fee application filed on behalf of Houlihan Lokey Capital, Inc. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Houlihan Lokey Capital, Inc.
- (j) **Jones Day (task code 11):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Jones Day and preliminary review of the first interim fee application filed on behalf of Jones Day.
- (k) **King & Spalding LLP (task code 12):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of King & Spalding LLP and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of King & Spalding LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of King & Spalding LLP.
- (l) **Massey & Gail LLP (task code 13):** Tasks billed under this project category include the review of the retention documents filed on behalf of Massey & Gail LLP. Additionally, BSSN professionals performed a detailed, line-by-line review of the billing entries relating to the first interim fee application filed on behalf of Massey & Gail LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Massey & Gail LLP.

- (m) **McCarter & English LLP (task code 14):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of McCarter & English LLP and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of McCarter & English LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of McCarter & English LLP.
- (n) **Miller Thompson LLP (task code 15):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Miller Thompson LLP and preliminary review of the first interim fee application filed on behalf of Miller Thompson LLP.
- (o) **Monzack Mersky & Browder, P.A. (task code 16):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Monzack Mersky & Browder, P.A.
- (p) **Otterbourg P.C. (task code 17):** Tasks billed under this project category include the review of the retention documents filed on behalf of Otterbourg P.C. BSSN professionals also billed under this project category for the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Otterbourg P.C. Based on this detailed review, BSSN professionals drafted comprehensive preliminary reports detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Otterbourg P.C.
- (q) **Parkins & Rubio LLP (task code 18):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Parkins & Rubio LLP and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Parkins & Rubio LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Parkins & Rubio LLP.
- (r) **Rayburn Cooper & Durham, P.A. (task code 19):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Rayburn Cooper & Durham, P.A. and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Rayburn Cooper & Durham, P.A. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Rayburn Cooper & Durham, P.A.
- (s) **Sherman, Silverstein, Kohl, Rose & Podolsky, P.A. (task code 20):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Sherman, Silverstein, Kohl, Rose & Podolsky, P.A. and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Sherman, Silverstein, Kohl, Rose & Podolsky, P.A. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Sherman, Silverstein, Kohl, Rose & Podolsky, P.A.
- (t) **Skadden, Arps, Slate, Meagher & Flom LLP (task code 22):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Skadden, Arps, Slate, Meagher & Flom LLP and the detailed, line-by-line

review of the billing entries submitted with the first interim fee application filed on behalf of Skadden, Arps, Slate, Meagher & Flom LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Skadden, Arps, Slate, Meagher & Flom LLP.

- (u) **Waldrep Wall Babcock & Bailey PLLC (task code 23):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Waldrep Wall Babcock & Bailey PLLC and the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf Waldrep Wall Babcock & Bailey PLLC. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Waldrep Wall Babcock & Bailey PLLC.
- (v) **Weil, Gotshal & Manges LLP (task code 24):** Tasks billed under this project category include the review of the retention documents filed on behalf of Weil, Gotshal & Manges LLP. BSSN professionals also billed under this project category for the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Weil, Gotshal & Manges LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Weil, Gotshal & Manges LLP.
- (w) **Wollmuth Maher & Deutsch LLP (task code 25):** Tasks billed under this project category include the review of the retention documents filed on behalf of Wollmuth Maher & Deutsch LLP. BSSN professionals also billed under this project category for the detailed, line-by-line review of the billing entries submitted with the first interim fee application filed on behalf of Wollmuth Maher & Deutsch LLP. Based on this detailed review, BSSN professionals drafted a comprehensive preliminary report detailing the questions and issues identified by the Fee Examiner with respect to the first fee application filed on behalf of Wollmuth Maher & Deutsch LLP.
- (x) **Orrick Herrington & Sutcliffe LLP (task code 26):** BSSN professionals billed under this project category for the review of monthly fee statements filed on behalf of Orrick Herrington & Sutcliffe LLP.
- (y) **Gilbert LLP (task code 27):** BSSN professionals billed under this project category for the review of monthly fee statements filed on behalf of Gilbert LLP.
- (z) **The Brattle Group, Inc (task code 28):** Tasks billed under this project category include the review of the retention documents and monthly fee statements filed on behalf of The Brattle Group, Inc.
- (aa) **Ducera Partners LLC (task code 29):** Tasks billed under this project category include the review of the retention documents and monthly fee statements filed on behalf of Ducera Partners LLC.
- (bb) **Randi S. Ellis (task code 30):** BSSN professionals billed under this project category for the review of the monthly fee statement filed on behalf of Randi S. Ellis.
- (cc) **Patterson Belknap Webb & Tyler LLP (task code 32):** Tasks billed under this project category include the review of final fee application of Patterson Belknap Webb & Tyler LLP.

- (dd) **Hogan Lovells US LLP (task code 33):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Hogan Lovells US LLP.
- (ee) **Verus Claims Services (task code 34):** BSSN professionals billed under this project category for the review of the retention documents filed on behalf of Verus Claims Services.
- (ff) **Retention (task code 97):** Tasks billed under this project category include the preparation and service of BSSN's retention documents.
- (gg) **Compensation (task code 98):** Tasks billed under this project category include preparation of the monthly fee statements filed on behalf of the Fee Examiner and BSSN. Additionally, BSSN professionals billed under this category for the preparation and service of the certificates of no objection relating to the monthly fee statements of the Fee Examiner and BSSN.
- (hh) **General (054489-00001(99)):** Tasks billed under this project category include the review and analysis of case law, statutes, local rules and guidelines relevant to the Fee Examiner's review of fee applications. BSSN professionals also billed time under this category for tasks related to project assignments, project scheduling, and team meetings and communications addressing issues arising during the review of fee applications. Additionally, BSSN professionals billed time under this category for other tasks relating to multiple retained professionals or generally applicable to the role of counsel for the Fee Examiner in the Debtor's cases. Finally, BSSN professionals billed under this category for preparation of the Fee Examiner's final report on the first interim fee applications filed by the retained professionals.

14. Each Prior Monthly Fee Application also contained a summary of the activities performed by BSSN professionals during the Compensation Period.

15. As of the date of this application, no party has objected to any of BSSN's Prior Monthly Fee Applications.

Expenses Incurred By BSSN

16. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed in a chapter 11 case. Accordingly, BSSN seeks reimbursement for expenses incurred in rendering services to the Fee Examiner during the Compensation Period in the amount of \$724.00, representing costs related to the *pro hac vice* admission of BSSN professionals. Itemized records detailing the expenses incurred during the Compensation Period were included in Exhibit B to each Prior Monthly Fee Application, which exhibits are incorporated herein by reference.

Statement of the Applicant

17. Pursuant to section C5 of the Guidelines, BSSN makes the following statements:

- a. BSSN did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees or terms for services that were provided during the Compensation Period.
- b. The fees sought in this application are not in excess of any budgeted amount.
- c. The hourly rates of BSSN included in this application have not been varied based on the geographic location of this case.
- d. Except as disclosed in the Prior Monthly Fee Applications and in preparation of the same, this application does not include any time or fees related to reviewing, revising or preparing invoices.
- e. This application does not include any rate increases since BSSN's retention.

Conclusion

18. The fees and expenses requested herein by BSSN are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

19. No agreement or understanding exists between BSSN or any third person for the sharing of compensation.

20. The Fee Examiner was given the opportunity to review this Application prior to it being filed with the Court and the Fee Examiner has approved of the amount of fees and expenses requested by BSSN during the Compensation Period. The U.S. Trustee was also given the opportunity to review this Application prior to it being filed with the Court.

21. All of the services for which compensation is requested hereunder were rendered at the request of and solely on behalf of the Fee Examiner, and not on behalf of any other entity.

In accordance with the Guidelines, the Certification of Letson Douglass Boots is attached hereto as Exhibit B and incorporated herein by reference.

22. WHEREFORE, BSSN respectfully requests that, pursuant to the Interim Compensation Order, the Court (a) allow on an interim basis compensation of \$201,296.00, for services rendered by BSSN during the Compensation Period, (b) allow on an interim basis reimbursement of expenses of \$724.00 for expenses incurred during the Compensation Period; (c) authorize payment of these allowed fees to BSSN; and (d) grant such other and further relief to BSSN as the Court may deem proper.

Dated: July 19, 2022

Respectfully submitted,

/s/ Letson Douglass Boots

Letson Douglass Boots, Esq. (admitted *pro hac vice*)

100 Middle Street

Portland, ME 04104

Tel: (207) 774-1200

Fax: (207) 774-1127

E-Mail: lboots@bernsteinshur.com

Counsel to the Fee Examiner

EXHIBIT A

Retention Order



Order Filed on April 5, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

Jeffrey Traurig
TRAURIG LAW LLC
One University Plaza, Suite 124
Hackensack, NJ 07601
Tel: (646) 974-8650
E-mail: jtraurig@trauriglawn.com
Proposed Local Counsel to the Fee Examiner

In Re:

LTL MANAGEMENT LLC,

Debtor

Case No.: 21-30589 (MBK)

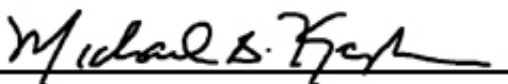
Judge: Michael B. Kaplan

Chapter 11

**ORDER AUTHORIZING RETENTION OF BERNSTEIN, SHUR, SAWYER &
NELSON, P.A. AS COUNSEL TO THE FEE EXAMINER**

The relief set forth on the following pages two (2) and three (3) is hereby **ORDERED**.

DATED: April 5, 2022


Honorable Michael B. Kaplan
United States Bankruptcy Judge

(Page 2)

LTL MANAGEMENT LLC

Chapter 11, Case No.: 21-30589 (MBK)

Order Authorizing Retention of Bernstein, Shur, Sawyer & Nelson, P.A. As Counsel to the Fee Examiner

Upon the applicant's, Robert J. Keach (the "Fee Examiner"), request for authorization to retain Bernstein, Shur, Sawyer & Nelson, P.A. ("BSSN") as counsel to the Fee Examiner, it is hereby **ORDERED:**

1. The Fee Examiner is authorized to retain BSSN in the professional capacity noted in the Application.

The professional's address is: Bernstein Shur Sawyer & Nelson
100 Middle Street
Portland, ME 04104

2. As provided in the *Order Appointing an Independent Fee Examiner and Establishing Procedures* [Docket No. 1922, ¶ 13], the "fees and expenses of the Fee Examiner, and any counsel retained pursuant to court order, shall be subject to application and review pursuant to section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, the U.S. Trustee Guidelines, and the Interim Compensation Order, and shall be paid from the Debtor's estate as an administrative expense under section 503(b)(2) of the Bankruptcy Code. The Fee Examiner's expenses and those of any counsel retained pursuant to court order, shall be subject to the information detail requirements set forth in D.N.J. LBR 2016-1."

3. If the professional requested a waiver as noted below, it is ☐ Granted ☐ Denied.

☐ Waiver, under D.N.J. LBR 2014-2(b), of the requirements of D.N.J. LBR 2016-1.

☐ Waiver, under D.N.J. LBR 2014-3, of the requirements of D.N.J. LBR 2016-1 in a chapter 13 case. Payment to the professional may only be made after satisfactory completion of services.

(Page 3)

LTL MANAGEMENT LLC

Chapter 11, Case No.: 21-30589 (MBK)

Order Authorizing Retention of Bernstein, Shur, Sawyer & Nelson, P.A. As Counsel to the Fee Examiner

4. BSSN will only bill 50% for non-working travel and shall not seek the reimbursement of any fees or costs including attorney fees and costs, arising from the defense of any of BSSN's fee applications in this case.
5. BSSN will agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "U.S. Trustee Guidelines").
6. BSSN will use the billing and expense categories set forth in the US Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category"), among other categories.
7. BSSN will provide any and all monthly fee statements, interim fee applications, and final fee tab applications in "LEDES" or other satisfactory format to the United States Trustee.
8. The effective date of retention is the date the application was filed with the Court.

EXHIBIT B

Certification of Letson Douglass
Boots

| | |
|---|---|
| UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY | |
| Caption in Compliance with D.N.J. LBR 9004-1(b) Jeffrey Traurig TRAURIG LAW LLC One University Plaza, Suite 124 Hackensack, NJ 07601 Tel: (646) 974-8650 E-mail: jtraurig@trauriglawn.com <i>Local Counsel to the Fee Examiner</i> | Robert J. Keach, Esq. (admitted <i>pro hac vice</i>) BERNSTEIN SHUR SAWYER & NELSON, P.A. 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: rkeach@bernsteinshur.com <i>Fee Examiner</i> BERNSTEIN SHUR SAWYER & NELSON, P.A. Letson Douglass Boots, Esq. (admitted <i>pro hac vice</i>) 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: lboots@bernsteinshur.com <i>Counsel to the Fee Examiner</i> |
| In Re: LTL MANAGEMENT LLC, Debtor | Case No.: 21-30589 (MBK) Judge: Michael B. Kaplan Chapter 11 |

CERTIFICATION OF LETSON DOUGLASS BOOTS

Letson Douglass Boots, under penalty of perjury, certifies as follows:

1. I am an attorney with the law firm Bernstein, Shur, Sawyer & Nelson, P.A., and I make this certification in accordance with the Local Rules of the United States Bankruptcy Court of New Jersey (the “Local Rules”) regarding the contents of application for compensation.

2. I have read the First Interim Fee Application of BSSN for Allowance of Fees and Reimbursement of Expenses as Counsel to the Fee Examiner for the Period from March 17, 2022 through May 31, 2022 (the “First Interim Application”).¹

3. The Fee Examiner has been provided with copies of the First Interim Application and prior monthly fee applications referenced therein.

4. I have reviewed the requirements of the Interim Compensation Order, the Guidelines, and the Local Rules, and I believe the First Interim Application complies therewith.

Date: July 19, 2022

/s/ Letson Douglass Boots
Letson Douglass Boots

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the First Interim Application.